

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹)
Debtors.) Case No. 01-01139 (JKF)
) (Jointly Administered)
) Related Docket No. 833
)

**DEBTORS' THIRTY- NINTH QUARTERLY REPORT OF ASSET SALES FROM
JANUARY 1, 2011 THROUGH MARCH 31, 2011 IN ACCORDANCE WITH THAT
CERTAIN ORDER ESTABLISHING PROCEDURES FOR THE SALE OR
ABANDONMENT OF DE MINIMIS ASSETS**

PLEASE TAKE NOTICE that, pursuant to that certain "*Order Establishing Procedures for the Sale or Abandonment of De Minimis Assets dated August 2, 2001*," the Debtors are to file with the Court a list of: (a) the sales of the Debtors' assets outside of the ordinary course of business for consideration in excess of \$25,000 but less than or equal to \$250,000, during the period January 1, 2011, through March 31, 2011 (the "Sale Period"), including the names and addresses of the purchasing party and the types and amounts of the sales and (b) the sales of the

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company and H-G Coal Company.

Debtors' assets outside of the ordinary course of business during the Sale Period with respect to sales for consideration amounting to \$25,000 or less. The list of such asset sales as described in (a) and (b) above is attached hereto as Exhibit A.²

[Remainder of page intentionally left blank]

² Exhibit A to this Report does not list any asset sales made during the Sale Period that have previously been the subject of Motions filed with the Court.

PLEASE TAKE FURTHER NOTICE that the Debtors may have sold assets during the Sale Period that inadvertently have not been listed on Exhibit A. In that case, such asset sales will be disclosed in future reports filed with the Court.

Dated: April 25, 2011

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